

Provident Commercial Group

One East Fourth Street
Cincinnati, Ohio 45269
513/579-2861

14945
RECORDATION NO. _____ Filed 1425

APR 17 1986 -10 05 AM

MARK E. MAGEE
Vice President & General Counsel

INTERSTATE COMMERCE COMMISSION

Date 4/17/86
Fee \$ 10.00

ICC Washington, D. C.

April 14, 1986

Interstate Commerce Commission
Room 2303
12th and Constitution Avenue
Washington, D.C. 20423
Attn: Mildred Lee

Dear Ms. Lee

I have enclosed two original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Memorandum of Lease, a primary document, dated July 23, 1984. The names and addresses of the parties to the document are as follows:

Lessor: First Security State Bank, Owner Trustee
79 South Main Street
Salt Lake City, Utah 84111

Lessee: Rockdale, Sandow & Southern Railroad
425 6th Avenue
Room 236
Pittsburgh, PA 15219

A description of the equipment covered by the document follows:

Twenty-five 52 feet 6 inch, 5 feet high side, 100 ton Gondola Railroad Cars manufactured by Bethlehem bearing the car markings set forth in Exhibit A to this letter.

A fee of \$10.00 dollars is enclosed. Please return both original copies of the Memorandum of Lease to Mark E. Magee, Provident Commercial Group, Inc., One East Fourth Street, Cincinnati, Ohio 45202 in the self addressed stamped envelope which is enclosed herewith.

April 14, 1986
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A short summary of the document to appear in the index follows:

Lease between First Security State Bank, Owner Trustee, 79 South Main Street, Salt Lake City, Utah 84111 and Rockdale, Sandow & Southern Railroad, 425 6th Avenue, Room 236, Pittsburgh, Pennsylvania 15219, dated July 23, 1984 and covering Twenty-five 52 feet 6 inch Gondola Cars.

Very truly yours,

PROVIDENT COMMERCIAL GROUP, INC.

A handwritten signature in dark ink, appearing to read "Mark E. Magee", followed by a long horizontal flourish line.

Mark E. Magee
Vice President and General Counsel

MEM/tad

1-0045

Interstate Commerce Commission
Washington, D.C. 20423

4/17/86

OFFICE OF THE SECRETARY

Mark E. Magee
Provident Commercial Group, Inc.
One East Fourth Street
Cincinnati, Ohio 45202

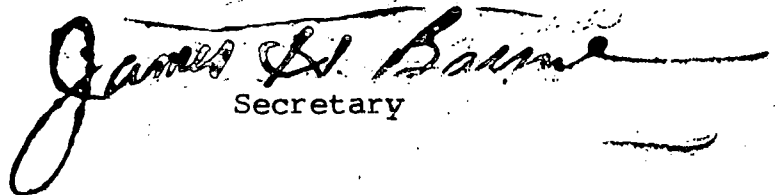
Dear

Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/17/86 at 10:05am and assigned re-
recording number(s).

14945

Sincerely yours,


Secretary

Enclosure(s)

APR 17 1986 - 10 05 AM

MEMORANDUM OF LEASE

INTERSTATE COMMERCE COMMISSION

This Memorandum of Lease made and entered into as of the 23rd day of July, 1984, between the Rockdale, Sandow & Southern Railroad, 425 Sixth Ave, Room 236, Pittsburgh, Pennsylvania 15219 (hereinafter referred to as "Lessee"), and First Security State Bank,*not individually, but solely as Owner Trustee (the "Lessor") under a Trust Agreement dated as of February 15, 1980 with the Provident Bank, an Ohio banking corporation in its capacity as Beneficial Owner.

WITNESSETH:

WHEREAS, the parties hereto have entered into a Railcar Lease Agreement dates as of July 23, 1984 with respect to the railroad equipment described in Exhibit "A" attached hereto and by this reference made a part hereof (the "Leased Equipment"); and

WHEREAS, said parties are entering into this Memorandum of Lease in Order that the leasehold estate created by said instrument may be made a matter of record.

NOW, THEREFORE, the Lessor does hereby acknowledge and confirm that he has leased to the Lessee the Leased Equipment, and the Lessee does hereby acknowledge and confirm that it has leased from the Lessor the Leased Equipment for the rents and in accordance with the terms, conditions, provisions, covenants, agreements and reservations set forth and contained in that certain Railcar Lease Agreement dated as of July 23, 1984, for a term of five (5) years commencing on the 31st day of December, 1984 and ending on the 30th day of December, 1989 (the "Lease").

This Memorandum of Lease is being executed and delivered in order that the leasehold estate created by said Lease may be made a matter of record and is not intended to, shall not and does not, in any manner whatsoever, vary, alter, amend, change, add to or detract from any and all of the terms, conditions, provisions, covenants, agreements and reservations contained in said Lease, all of which terms, conditions, provisions, covenants, agreements and reservations are hereby incorporated herein and made a part hereof by this reference thereto as though fully rewritten herein.

IN WITNESS WHEREOF, the parties hereto have hereunto set their hands on the date first above written.

Rockdale, Sandow & Southern Railroad
Company

By: James W. Lyle
First Security State Bank, Trustee


By: Brenda R. Marnett
Trust Officer

* 79 SOUTH MAIN ST
SALT LAKE CITY, UTAH
84111

STATE OF PENNSYLVANIA)
 : SS:
COUNTY OF ALLEGHENY)

BE IT REMEMBERED, that on this 12th day of March, 1986, before me, a Notary Public, in and for said County and State, personally appeared James W. Lyle, President of Rockdale, Sandow & Southern Railroad Company the corporation whose name is subscribed to and which executed the foregoing instrument, and for himself acknowledged the signing and execution of said instrument; and acknowledged that the seal affixed to said instrument is the corporate seal of said corporation, that he affixed such corporate seal to, and otherwise executed said instrument, by authority of the Board of Directors, and on behalf of said corporation; and that the signing and execution of said instrument is his free and voluntary act and deed, his free act and deed as such officer, and the free and voluntary act and deed of said corporation, for the uses and purposes in said instrument mentioned.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my Notarial seal, on the day and year last aforesaid.


Notary Public

MELFARD H. DOUGLASS, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES AUG. 18, 1986
Member, Pennsylvania Association of Notaries

STATE OF Utah)
 : SS:
COUNTY OF Salt Lake)

BE IT REMEMBERED, that on this 8th day of April, 1986, before me, a Notary Public, in and for said County and State, personally appeared WILLIAM M. WELLS, of First Security State Bank the corporation whose name is subscribed to and which executed the foregoing instrument, and for himself and as such officer, and for and on behalf of said corporation, acknowledged the signing and execution of said instrument; and acknowledged that the seal affixed to said instrument is the corporate seal of said corporation, that he affixed such corporate seal to, and otherwise executed said instrument, by authority of the Board of Directors, and on behalf of said corporation; and that the signing and execution of said instrument is his free and voluntary act and deed, his free act and deed as such officer, and the free and voluntary act and deed of said corporation, for the uses and purposes in said instrument mentioned.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name and affixed my Notarial seal, on the day and year last aforesaid.

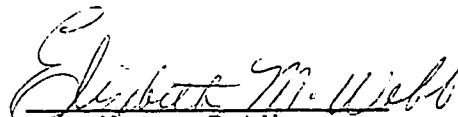

Notary Public

EXHIBIT A

Lessee hereby leases from Lessor the following railcars pursuant to that certain Railcar Lease Agreement dated as of July 23, 1984 by and between the Rockdale, Sandow & Southern Railroad and First Security State Bank, a Utah corporation, not individually but solely as Owner Trustee.

<u>Description</u>	<u>Manufacturer</u>	<u>No. of Cars</u>	<u>Car Markings</u>
52'6", 5' high side 100 ton gondolas	Bethlehem	25	RSS 15003 RSS 15062
			15007 15063
			15013 15064
			15022 15073
			15029 15074
			15030 15078
			15039 15080
			15040 15094
			15041 15101
			15043 15134
			15046 15146
			15056 15148
			15061

mem-RSS